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## CONSTITUTION AND BYLAWS

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### **CONSTITUTION**

- The name of the society is “Gabriola Island Community Hall Association”.
- The purposes of the society are:
  - to establish and maintain a Community Hall for Gabriola Island;
  - to facilitate educational, recreational and cultural activities for the benefit of the Community.

### **BY-LAWS OF THE GABRIOLA ISLAND COMMUNITY HALL ASSOCIATION**

- The operations of the Association are to be chiefly carried out on Gabriola Island, in the Province of British Columbia, Canada.

- **DEFINITIONS**

In these bylaws:

- “Act” means the Societies Act of British Columbia as amended from time to time;
- “Board” means the directors and trustees of the Society;
- “Bylaws” means these bylaws as altered from time to time.
- “Association” or “Society” means the Gabriola Island Community Hall Association.
- “Director” means a duly elected member of the Board.
- “Trustee” means a director who, unlike other directors, is elected for a three-year term and who may, by a majority vote of the trustees, veto motions passed by the Board.

The definitions in the Act apply to these Bylaws. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, shall prevail.

- **MEMBERSHIP**

#### **Eligibility:**

Any resident of Gabriola Island, sixteen years of age or older, who has resided on Gabriola for a period of at least six consecutive months may apply to be a voting member. Those who qualify may become voting members by application to and approval by the Board and payment of the prescribed fee.

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### Voting members:

- Any eligible resident of Gabriola may apply to the Board for voting membership in the society and the person becomes a voting member subject to the Board's acceptance of the application and payment of the annual membership fee.
- Every voting member must uphold the constitution of the society and must comply with these by-laws.
- The amount of annual membership dues, if any, must be determined by the Board.
- A member is not in good standing and may not vote at general meetings if the member's membership fees are not paid and current.
- A voting member ceases to be a voting member of the society when he/she ceases to be a resident of Gabriola Island.

### Honorary life membership:

The Board may recommend to any Annual General Meeting Honorary Life Membership for any person or persons who, in its opinion, has/have demonstrated outstanding leadership and support for either the Association in particular or the Gabriola community in general. Honorary Life Membership gives the recipient life-long standing as a voting member of the Association with no obligation to pay annual dues. Recipients' names will be inscribed in a prominent place in the Hall.

### Termination of membership:

A person shall cease to be a voting member of the Association:

- By ceasing to be a resident of Gabriola Island;
- By failing to pay current annual membership fees;
- There shall be a one-month grace period following the expiration of membership during which the member may renew without penalty;
- By a unanimous vote of the Board, following written notice to the member concerned and an opportunity for that member to make representations to the society respecting the proposed termination.

### • MEETINGS OF VOTING MEMBERS

- An annual general meeting must be held in November of each year, at a time and place determined by the Board.
- A general meeting may be called at any time by the Board, or by a signed petition of at least ten voting members.

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- The procedural rules at a general meeting of voting members shall be determined by the Board. In case of an objection to this, the latest edition of Roberts Rules of Order shall, subject to these By-Laws, apply.
- At an Annual General Meeting the following business is ordinary business:
  - Adoption of rules of order;
  - Approval of minutes of previous Annual General Meeting.
  - Consideration of any financial statements of the Society presented to the meeting;
  - Consideration of reports, if any;
  - Election or appointments of directors and trustees;
  - Appointment of an auditor, if any;
  - Business arising from a report of the directors not requiring the passing of a special resolution.
- A notice of the time and place of a general meeting must be communicated to members at least 14 days and not more than 60 days prior to the date of the meeting.
- Communication with members to inform them of general meetings or any other Association business may be by mail, e-mail, public notice or any other effective means of transmitting information admissible by the Act.
- The notice of a general meeting must also state the nature of any business, other than ordinary business, to be transacted at the meeting.
- The usual chair of the annual general meeting or other general meetings shall be the President. If the President is unable or unwilling to act as Chair the Vice-President shall act as Chair. If the Vice-President is unable or unwilling to act as chair, one of the other board members present at the meeting, with the consent of a majority of those present, may chair the meeting.
- The quorum for the transaction of business at a general meeting is 20 voting members.
- Business, other than the election of the Chair and the adjournment or termination of the meeting, must not be transacted at a general meeting unless the quorum is present.
- Voting shall normally be by a show of hands; except that if, before or after such a vote, a secret ballot is requested by three or more members present, voting must then be by secret ballot.
- The outcome of each vote must be announced and recorded in the minutes of the meeting.
- Following the elections each elected director must provide the Secretary with a signed affirmation of acceptance.
- Voting by proxy is not permitted.

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- **BOARD OF DIRECTORS**

- Trustees:
  - The Board shall include three directors who are trustees, each elected from among the voting membership for a three-year term, with staggered expiry dates such that one trustee position expires and another is elected at each annual general meeting.
  - The trustees are to act as advisers and have the power to veto by a majority vote of the trustees any action or proposal considered by them to be detrimental to the interests of the Association and/or the community.
  - In all other respects the trustees will have the same rights and responsibilities as other Board members.
- The society must have no fewer than 8 and no more than 14 directors including the trustees.
- All directors shall be voting members of the society in good standing.
- Board members shall assist in the management and administration of the affairs of the society.
- The term of office of directors other than trustees shall be one year - to run from one annual general meeting to the next.
- At each Annual General Meeting the voting members present shall elect incumbents for the positions of President, Vice-President, Treasurer, Secretary, one trustee and other members of the Board.
- The Board may, at any time, appoint a voting member to fill a board position that arises as the result of a vacancy or the resignation, death or permanent incapacity of a director during the director's term of office.
- A director appointed by the Board to fill a vacancy ceases to be a director or trustee at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

- **BOARD MEETINGS**

- A directors' meeting may be called by the president or by any three other directors.
- There shall be at least two days notice of a directors' meeting unless all directors agree to a shorter period.
- There shall be no longer than three months between successive Board meetings.
- Any accidental omission to give notice of a directors' meeting to a director or the non-receipt of a notice by a director does not invalidate proceedings at the meeting.
- The quorum for a directors' meeting is a majority of the directors present.
- The directors may regulate their meetings and proceedings as they see fit.

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### • BOARD POSITIONS

- The annual general meeting shall elect directors to the Board, including the following positions: a) President, b) Vice-President, c) Secretary, d) Treasurer and one Trustee.
- Should any of these positions become vacant during a term of office, the Board shall have the power to appoint a successor to hold office until the following general meeting.
- The President is the chair of the Board and is responsible for supervising the other directors/trustees in the execution of their duties.
- The Vice-President is the vice-chair of the board and is responsible for carrying out the duties of the president if the president is unable to act.
- The Secretary is responsible for doing or making the necessary arrangements for the following:
  - Issuing notices of general meetings and board meetings;
  - Taking minutes of general meetings and board meetings;
  - Keeping the records, including the list of members of the society in accordance with the Act;
  - Filing the annual report of the Society and making other filings required by the Act.
  - In the absence of the secretary from a meeting the Board must appoint another director to act as secretary at the meeting.
  - Making available the records and approved financial statements of the Society to any member or members requesting them.
- The Treasurer is responsible for doing or making the necessary arrangements for the following:
  - Receiving and banking monies collected from members or other sources;
  - Keeping accounting records in respect of the society's financial transactions;
  - Preparing the Society's financial statements;
  - Making the Society's filings, if any, respecting finances.

### • BORROWING POWERS, REMUNERATION AND SIGNING AUTHORITY

- The Board shall not borrow money whether by overdraft or in any other form without the explicit consent of a General Meeting.
- These by-laws do not permit the Society to pay a board member remuneration for being a board member, but the Society may, subject to the Act, pay remuneration to a board member for services provided to the Society in another capacity.
- A contract or other record to be signed by the Society must be approved by the Board and

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signed on behalf of the Society:

- by the President, together with one other director;
- if the President is unable to provide a signature, by the Vice-President together with one other director;
- if the President and Vice-President are both unable to provide signatures, by any two directors;
- in any case, by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

- **INSPECTION OF RECORDS**

- The books and records of the Association shall be open to inspection by its members at all reasonable times by application to the Secretary.

- **AMENDMENTS TO BY-LAWS**

These by-laws may be amended at a general meeting of the society by a two-thirds majority of voting members present. Written notice of the proposed change(s) must be posted 14 days prior to the meeting date. All changes must be in conformity with Act and its regulations.

- **PREVIOUSLY UNALTERABLE PROVISIONS IN THE ORIGINAL INCORPORATION UNDER THE FORMER BC "SOCIETY ACT" (Constitution: items 4,5) HEREBY TRANSFERRED TO THESE BY-LAWS**

- The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.
- In the event of winding up or dissolution of the society, funds and assets of the society remaining after satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with promoting the same object of this society, as may be determined by the members of the society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, determined by the members of the society at the time of winding up or dissolution.